

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

CAPITOL RECORDS, INC., a Delaware corporation; UMG RECORDINGS, INC., a Delaware corporation; MAVERICK RECORDING COMPANY, a California joint venture; BMG MUSIC, a New York general partnership; ARISTA RECORDS LLC, a Delaware limited liability company; SONY BMG MUSIC ENTERTAINMENT, a Delaware general partnership; and WARNER BROS. RECORDS INC., a Delaware corporation,)	
)	
Plaintiffs,)	
)	
v.)	
)	
DEBBIE FOSTER and)	
AMANDA FOSTER,)	
)	
Defendants.)	
)	

Case No. CIV-04-1569-W

MOTION TO WITHDRAW AS COUNSEL

David L. Kearney, Daniel A. Nickel, James M. Sturdivant, John M. Benson, Michael E. Sellers and the law firm of Gable & Gotwals, pursuant to LCvR83.5, hereby move this Court to enter an order permitting them to withdraw as counsel of record for Plaintiffs. In support of this motion, Plaintiffs state as follows:

1. The law firms of Holme Roberts & Owen LLP and Gardere Wynne Sewell LLP have replaced Gable & Gotwals as counsel for Plaintiffs.
2. Holme Roberts & Owen LLP and Gardere Wynne Sewell LLP have entered their appearance in this matter. Consequently, approval of this Motion to Withdraw will not leave Plaintiffs unrepresented.

3. Mr. Kearney has contacted counsel for Defendant Debbie Foster about this Motion, and counsel for Ms. Foster **does/does** not consent to the withdrawal. Counsel for Ms. Foster has recently served discovery on Plaintiffs, discovery that seeks billing records from Plaintiffs' counsel, both present and former. Granting this Motion will have no effect on Plaintiffs' response to this discovery.

4. A proposed Order is being submitted to the Court by e-mail.

WHEREFORE, for good cause having been shown, David L. Kearney, Daniel A. Nickel, James M. Sturdivant, John M. Benson, Michael E. Sellers and the law firm of Gable & Gotwals respectfully request the Court to approve this Motion and sign the Order approving the withdrawal of David L. Kearney, Daniel A. Nickel, James M. Sturdivant, John M. Benson, Michael E. Sellers and the law firm of Gable & Gotwals as attorney of record for Plaintiffs.

Respectfully submitted,

By: /s/ David L. Kearney

David L. Kearney, OK Bar No. 11379
Daniel A. Nickel, OK Bar No. 20295
John M. Benson, OK Bar No. 19049
GABLE & GOTWALS
One Leadership Square
211 N. Robinson, 15th Floor
Oklahoma City, Oklahoma 73102
Phone: (405) 235-5500
Fax: (405) 235-2875

and

James M. Sturdivant, OK Bar No. 8723
Michael E. Sellers, OK Bar No. 20013
GABLE & GOTWALS
100 West Fifth Street, Suite 1100
Tulsa, Oklahoma 74103
Phone: (918) 595-4800
Fax: (918) 595-4990

CERTIFICATE OF SERVICE

I hereby certify that on the 53rd day of March 2006, I electronically transmitted the attached document to the Clerk of Court using the ECF System for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants:

Colin G. Martin
GARDERE WYNNE SEWELL LLP
3000 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201-4761

Marilyn D. Barringer-Thomson
4901 Richmond Square, Suite 103
Oklahoma City, Oklahoma 73118

Warren W. Henson, III
WARREN W. HENSON III PC
4901 Richmond Square, Suite 104
Oklahoma City, Oklahoma 73118

/s/ David L. Kearney
David L. Kearney